

# EXHIBIT 2



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16 [Other Counsel Listed on  
 17 Signature Page]

18 Attorneys for Plaintiff  
 19 City of Santa Monica

20 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
 21 IN AND FOR THE COUNTY OF ORANGE

22 CITY OF SANTA MONICA,

23 Plaintiff,

24 vs.

CASE NO. 01CC04331

(Assigned to Judge Sundvold)

**NOTICE OF ENTRY OF AMENDED  
ORDER**

25 SHELL OIL COMPANY; SHELL OIL  
 26 PRODUCTS COMPANY; SHELL  
 27 PIPELINE CORPORATION;  
 28 CHEVRON CORPORATION; CHEVRON  
 U.S.A. INC.; CHEVRON PRODUCTS  
 COMPANY; ATLANTIC RICHFIELD  
 COMPANY; MOBIL OIL CORPORATION;  
 EXXON MOBIL CORPORATION; TOSCO  
 CORPORATION; ULTRAMAR, INC.;  
 TEXACO REFINING AND MARKETING,  
 INC.; EQUILON ENTERPRISES LLC;  
 ARCO CHEMICAL COMPANY;  
 LYONDELL CHEMICAL COMPANY;  
 EXXON CORPORATION; UNOCAL  
 CORPORATION; EQUILON PIPELINE  
 COMPANY LLC; and DOES 1  
 through 600, inclusive,

Defendants.

[FILED BY FACSIMILE]

Complaint Filed: June 19, 2000  
 Transfer Date: April 2, 2001  
 Trial Date: None  
 Discovery Cutoff: None

Hearing Date: December 19, 2003  
 Time: 9:30 a.m.  
 Dept: CX - 105  
 Judge: Honorable Stephen J. Sundvold



1 TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

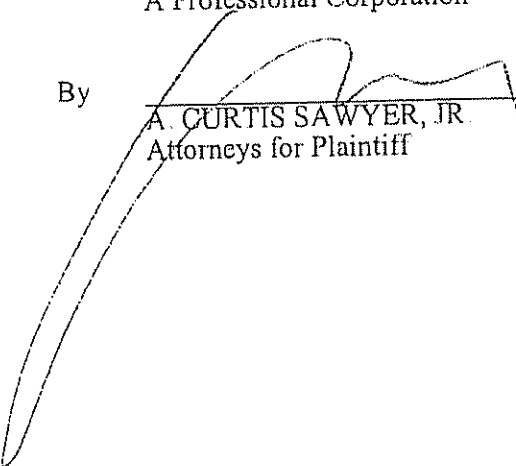
2 NOTICE IS HEREBY GIVEN that on January 9, 2004, the above-referenced court granted  
3 the motion for determination of good faith settlement of ChevronTexaco Corporation, Chevron  
4 U.S.A. Inc., and Chevron Products Company, ExxonMobil Corporation; Shell Oil Company,  
5 Shell Oil Products Company, Shell Pipeline Corporation, Equilon Enterprises LLC, Equilon  
6 Pipeline Company LLC, and Texaco Refining and Marketing Inc.; Thrifty Oil Co. and Best  
7 California Gas, Ltd.

8 A true and correct copy of the Order is attached hereto as Exhibit 1.

9 Dated: January 14, 2004

**MILLER & SAWYER**  
A Professional Corporation

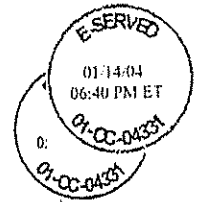
11 By

  
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Attorneys for Plaintiff

13 *Other Counsel:*

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**FILED**  
 SUPERIOR COURT OF CALIFORNIA  
 COUNTY OF ORANGE  
 CENTRAL JUSTICE CENTER  
 JAN - 9 2004  
 ALAN SLATER, Clerk of the Court  
*Nancy Parker*  
 BY N. PARKER

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 Chevron U.S.A. Inc. and Chevron Products Company

[Additional Counsel for Moving Parties On Following Page]

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
 IN AND FOR THE COUNTY OF ORANGE

CITY OF SANTA MONICA,  
 Plaintiff,

vs.

SHELL OIL COMPANY; SHELL OIL  
 PRODUCTS COMPANY; SHELL  
 PIPELINE CORPORATION; CHEVRON  
 CORPORATION; CHEVRON U.S.A. INC.;  
 CHEVRON PRODUCTS COMPANY;  
 ATLANTIC RICHFIELD COMPANY;  
 MOBIL OIL CORPORATION;  
 EXXONMOBIL CORPORATION; TOSCO  
 CORPORATION; ULTRAMAR INC.;  
 TEXACO REFINING AND MARKETING  
 INC.; EQUILON ENTERPRISES LLC;  
 ARCO CHEMICAL COMPANY;  
 LYONDELL CHEMICAL COMPANY;  
 EXXON CORPORATION; UNOCAL  
 CORPORATION; EQUILON PIPELINE  
 COMPANY LLC; and DOES 1 through 600,  
 inclusive,

Defendants

AND OTHER CROSS-COMPLAINTS

Case No. 01CC04331  
 [Assigned for all purposes to the  
 Honorable Stephen J. Sundvold]

~~[PROPOSED]~~ AMENDED ORDER ON  
 MOTION BY CHEVRONTExACO  
 CORPORATION; CHEVRON U.S.A.  
 INC.; CHEVRON PRODUCTS  
 COMPANY; EXXONMOBIL  
 CORPORATION; THRIFTY OIL CO.;  
 BEST CALIFORNIA GAS, LTD.; SHELL  
 OIL COMPANY; SHELL OIL  
 PRODUCTS COMPANY; SHELL  
 PIPELINE CORPORATION; EQUILON  
 ENTERPRISES LLC; EQUILON  
 PIPELINE COMPANY LLC; AND  
 TEXACO REFINING AND MARKETING  
 INC. FOR DETERMINATION OF GOOD  
 FAITH SETTLEMENT

Complaint Filed: June 19, 2000  
 Trial Date: None Set

Hearing Date: December 19, 2003  
 Time: 9:30 a.m.  
 Dept: CX-105  
 Judge: Honorable Stephen J. Sundvold

1-LA/751745.1

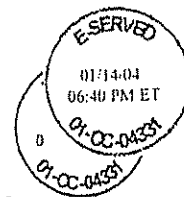
1

~~[PROPOSED]~~ AMENDED ORDER ON MOTION FOR DETERMINATION OF GOOD FAITH SETTLEMENT

EXHIBIT 1



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18 Corporation, Equilon Enterprises LLC, Equilon Pipeline Company LLC and Texaco Refining and  
Marketing Inc.  
19  
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1 The Motion for Determination of Good Faith Settlement of ChevronTexaco Corporation  
2 (formerly Chevron Corporation), Chevron U.S.A. Inc., and Chevron Products Company,  
3 ExxonMobil Corporation; Shell Oil Company, Shell Oil Products Company, Shell Pipeline  
4 Corporation, Equilon Enterprises LLC, Equilon Pipeline Company LLC and Texaco Refining  
5 And Marketing Inc.; Thrifty Oil Co. and Best California Gas, Ltd. (collectively, "Settling  
6 Parties"), came on regularly for hearing by the Court on December 19, 2003. The matters having  
7 been argued and submitted, and good cause being shown,

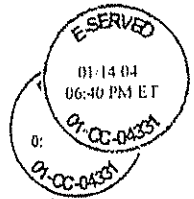
8 IT IS HEREBY ORDERED that:

9 In accordance with the Court's prior written ruling granting the Settling Parties' Motion,  
10 the Court finds that the Settlement entered into between Plaintiff City of Santa Monica and  
11 Settling Parties is in good faith pursuant to California Code of Civil Procedure sections 877 and  
12 877.6 and that Settling Parties, and each of them, are entitled to protection from contribution and  
13 equitable indemnity claims as provided in California Code of Civil Procedure sections 876 and  
14 877.6. The Court further finds that the settlement value agreed upon by the Settling Parties and  
15 the City of Santa Monica is reasonable and, accordingly, assigns a value of three hundred twelve  
16 million, eight hundred and fifty thousand dollars (\$312,850,000) to the Settlement.

17  
18 DATED: JAN 9<sup>th</sup> 2004

**Honorable Stephen J. Sundvold**

Honorable Stephen J. Sundvold

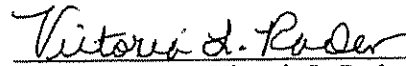


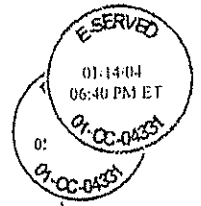
PROOF OF SERVICE

I am employed in the County of Los Angeles, California. I am over the age of 18, and not a party to the within action. My business address is 300 South Grand Avenue, Twenty-Second Floor, Los Angeles, CA 90071-3132. On January 7, 2004, I caused to be served the following documents in this action: **[PROPOSED] AMENDED ORDER ON MOTION BY CHEVRONTExACO CORPORATION; CHEVRON U.S.A. INC.; CHEVRON PRODUCTS COMPANY; EXXONMOBIL CORPORATION; THRIFTY OIL CO.; BEST CALIFORNIA GAS, LTD.; SHELL OIL COMPANY; SHELL OIL PRODUCTS COMPANY; SHELL PIPELINE CORPORATION, EQUILON ENTERPRISES LLC; EQUILON PIPELINE COMPANY LLC; AND TEXACO REFINING AND MARKETING INC. FOR DETERMINATION OF GOOD FAITH SETTLEMENT**

**BY VERILAW:** True and correct copies of the foregoing documents were electronically served on counsel of record on January 7, 2004, by means of transmitting the documents to Verilaw in accordance with the Court's Case Management Order for Electronic Service.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on January 7, 2004, at Los Angeles, California.

  
Victoria L. Rader

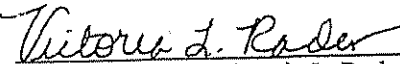


**PROOF OF SERVICE**

I am employed in the County of Los Angeles, California. I am over the age of 18, and not a party to the within action. My business address is 300 South Grand Avenue, Twenty-Second Floor, Los Angeles, CA 90071-3132. On January 14, 2004, I caused to be served the following documents in this action: **AMENDED ORDER ON MOTION BY CHEVRONTEXACO CORPORATION; CHEVRON U.S.A. INC.; CHEVRON PRODUCTS COMPANY; EXXONMOBIL CORPORATION; THRIFTY OIL CO.; BEST CALIFORNIA GAS, LTD.; SHELL OIL COMPANY; SHELL OIL PRODUCTS COMPANY; SHELL PIPELINE CORPORATION, EQUILON ENTERPRISES LLC; EQUILON PIPELINE COMPANY LLC; AND TEXACO REFINING AND MARKETING INC. FOR DETERMINATION OF GOOD FAITH SETTLEMENT**

**BY VERILAW:** True and correct copies of the foregoing documents were electronically served on counsel of record on January 14, 2004, by means of transmitting the documents to Verilaw in accordance with the Court's Case Management Order for Electronic Service.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on January 14, 2004, at Los Angeles, California.



Victoria L. Rader





**PROOF OF SERVICE**

I, the undersigned, declare that I am, and was at the time of service of the paper(s) herein referred to, over the age of 18 years and not a party to this action. My business address is 1651 Response Road, Second Floor, Sacramento, CA 95815, which is located in the county in which this mailing occurred.

On January 14, 2004, I served: **NOTICE OF ENTRY OF AMENDED ORDER** on the following persons or parties by placing a true copy thereof in a sealed envelope, showing the interested parties in this action by placing true copies thereof enclosed in sealed envelopes addressed as stated on the attached service list, as follows:

       **BY MAIL:**

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. Under that practice, it would be deposited in the U S Postal Service on that same day with postage thereon fully prepaid at Sacramento, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

       **BY PERSONAL SERVICE:**

I caused to be delivered such envelope by hand to the offices of the addressee.

       **BY FEDERAL EXPRESS OR OVERNIGHT COURIER**

       **BY TELECOPIER**

I served by facsimile as indicated on the attached service list.

  X   **BY ELECTRONIC SERVICE SYSTEM VIA VERILAW TECHNOLOGIES**

I caused the above-described document to be served by having a copy of the same posted on the Verilaw website, in accordance with the Court's Order governing electronic service of filings in this matter.

I declare under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct.

Executed on January 14, 2004, at Sacramento, California.

  
CHRISTINA HISE



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